

EXHIBITS TO DECLARATION OF WENG CHANGRONG

EXHIBIT B

浙江省人民政府 (批复)

浙政发(1984)29号

关于同意组建富春公司作为驻港外贸机构的批复

省对外经济贸易厅:

你厅(84)浙外经贸出字第1号文收悉。省人民政府同意你厅关于在香港组建富春公司的意见。根据当前情况,为了进一步发展我省的对外经济贸易事业,重新组建一个我省各对外经贸企业联合开设的驻港外贸机构,是必要的。富春公司的主要任务是:搜集经济信息,引进外资和先进技术设备,承揽对外承包工程和劳务出口,发展对外经济贸易联系以及在统一对外的前提下,在现行体制许可的范围内,开展各项对外经济贸易活动。富春公司由徐起超同志兼任董事长,陈金鸾同志兼任总经理。

有关对外事宜,请省外办、公安厅和中国银行杭州分行等有关部门给予支持。希迅即据此向对外经济贸易部办理申报审批手续,尽快

开展业务活动。

浙江省人民政府

一九八四年二月十五日

抄送：对外经济贸易部，省委办公厅，组织部，省外办，公安厅，财
政厅，中国银行杭州分行

浙江省人民政府 (通知)

浙政发〔1986〕70号

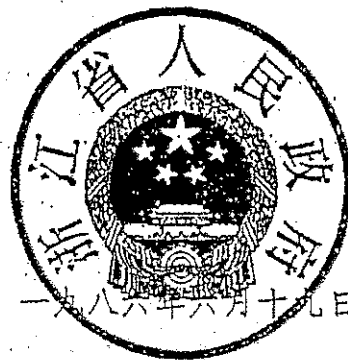
关于批准富春有限公司协议书的通知

富春有限公司并各有关单位：

省人民政府批准富春有限公司各出资单位达成的“协议书”，望你们按照“协议”认真执行。各有关部门要积极支持，共同努力，把我省设在香港的这个“窗口”办好。

富春有限公司应视业务发展需要，报经国务院港澳办公室批准，有计划有控制地组织出资单位选派人员到公司工作。各进出口公司对供港澳或通过香港转口的出口商品，优先提供给富春有限公司经营；各开放城市、省级旅游、交通、经济技术合作等有关部门在港的人员和机构，由富春有限公司根据港澳工委的有关规定，实行统一协调和管理，也可以将业务委托富春有限公司代办；从而使富春有限公司逐步成为我省在香港开展各项业务的总代理，以更好地为我省对外开放

和四化建设服务，为扩大出口多创外汇作出贡献。



抄送：港澳工委，省委办公厅，省人大办公厅

协 议 书

本协议签字各方经过充分协商，决定在香港富春公司基础上扩大为香港富春有限公司，一致同意按下列条款签订本协议。

第一章 总 则

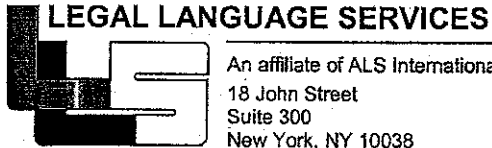
第一条 合资企业名称为“富春有限公司”（以下简称公司）。

第二条 公司是浙江省人民政府领导下的由出资各方组成的有限责任公司，逐步成为出资各方在香港的代理。公司设在香港，在香港注册，具有法人资格。

第三条 公司的宗旨，是促进浙江省同香港及世界各地经济、贸易、技术、旅游、劳务、运输和投资等事业的发展，为我省对外开放和四化建设服务。

第四条 公司的经营管理，按照香港当局的法律、法规和我国政府关于境外企业的有关规定执行。

第五条 公司的行政管理，在境内受浙江省对外经济贸易厅领导；在香港受港澳工委领导。



Telephone (212) 766-4111
Toll Free (800) 788-0450
Telefax (212) 349-0964
www.legallanguage.com

June 25, 2007

To whom it may concern:

This is to certify that the attached translation from Chinese into English is an accurate representation of the document received by this office. This document is designated as:

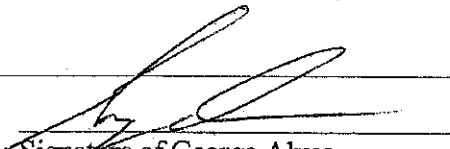
People's Government of Zhejiang Province (Approval Reply)

No. 29, Zhe Gov. Issued [1984]

George Alves, Manager of Translation Services of this company, certifies that Xiaomei Tian, who translated this document, is fluent in Chinese and standard North American English and is qualified to translate.

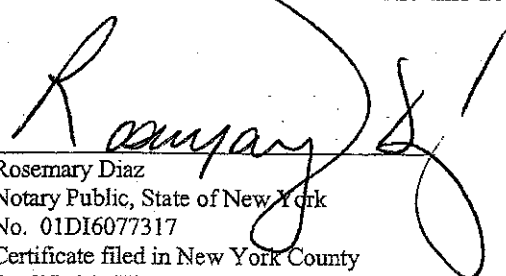
He attests to the following:

"To the best of my knowledge, the accompanying text is a true, full and accurate translation of the specified document."



Signature of George Alves

Subscribed and sworn to before me this 25th day of June 2007



Rosemary Diaz
Notary Public, State of New York
No. 01DI6077317
Certificate filed in New York County
Qualified in Kings County
Commission Expires July 8, 2010

Sincerely,

Victor J. Hertz
President & CEO

P. 03

①

People's Government of Zhejiang Province (Approval Reply)

No. 29, Zhe Gov. Issued [1984]

Approval Reply: Regarding Approval for Establishing Fu Chun Company as a Foreign Trade Agency Based in Hong Kong

Foreign Economy and Trade Ministry of the Province:

Document NO. 5.1 Of the Zhe Foreign Eco & Trade Exp. Zi of your ministry (84) has been received. The People's Government of the Province has approved your ministry's idea for establishing Fu Chun Company in Hong Kong. Based on the current situation, in order to further develop our province's foreign economic and trade industry, it is necessary for all foreign trade enterprises in our province to jointly re-establish a Hong Kong-based foreign trade agency. The major goals of the Fu Chun Company are: to collect economic information, to introduce foreign investment and advanced technological equipment, to undertake foreign contract projects and labor export, to develop foreign economic and trade relationship and under the pretext of uniting against the outside and within the scope of where current policies permit, to conduct all kinds of foreign economic and trade activities. Comrade Qichao Xu will be the President and Comrade Jinluan Chen the General Manager of the Fu Chun Company.

The Foreign Affairs Office and Security Bureau of the Province, Hangzhou Branch of Bank of China and other concerned organizations are asked to give support regarding foreign matters. Upon receipt of the reply, please apply for approval to the Foreign Economic and Trade Department immediately so as to conduct activities as soon as

p. 04

possible.

[Stamped] People's Government of Zhejiang Province

Apr. 25, 1984

Cc: Foreign Economic and Trade Department, General Office of the Provincial Party
Committee, Ministry of Organization, Foreign Affairs Office of the Province, Security
Ministry, Finance Ministry, Hangzhou Branch of Bank of China

p. 05

People's Government of Zhejiang Province (Notice)

No. 70 of Zhe Gov. Issue [1986]

Approval Notice of Agreement of Fu Chun Co. Ltd.

Fu Chun Co. Ltd. and other concerned organizations:

The People's Government of the Province has approved "the Agreement" reached by all the investors of the Fu Chun Co. Ltd and expects all of you to implement "the Agreement" strictly. All concerned organizations should give active support and put forth a concerted effort to run this "window" of our province established in Hong Kong successfully.

Fu Chun Co. Ltd. should base its needs for personnel on development of the business and submit requests for personnel to the Hong Kong and Macau Office of the State Council for approval so that the company can arrange for the investors to send personnel to work in Hong Kong in a planned and regulated way. All import and export companies should give preference to Fu Chun Co. Ltd. when it comes to supplying commodities to Hong Kong and Macau or exports via Hong Kong. All the open cities, Hong Kong-based personnel and agencies sent by tourism, transportation, economic and technological cooperation companies of the province should be coordinated and managed by Fu Chun Co. Ltd. in compliance with the regulations set forth by the Trade Committee of Hong Kong and Macau, or they should let Fu Chun Co. Ltd. act as their agent to conduct business, so that Fu Chun Co. Ltd. can gradually conduct all kinds of business in Hong Kong as the general agent of our province. This will eventually better serve the purpose of our province's opening to the outside and our four-modernizations construction and

p.06

contribute to more exports and bring in more foreign money.

[Stamped]

People's Government of Zhejiang Province June 19, 1986

Cc: Trade Committee of Hong Kong and Macau, General Office of the Provincial
Party Committee, General Office of the People's Representatives Committee